



**BURLINGTON NORTHERN INC.**

February 18, 1983

RECORDATION NO. 5933-B  
FEB 22 1983 3 00 PM  
INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Secretary Mergenovich:

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Satisfaction and Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the St. Louis-San Francisco Railway Company Conditional Sale Agreement dated as of November 16, 1970 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Conditional Sale Agreement was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

St. Louis-San Francisco Railway Company Conditional Sale Agreement dated as of November 16, 1970, recorded with the Interstate Commerce Commission on February 4, 1971, ICC recordation number 5933.

A general description of the equipment covered by the enclosed Conditional Sale Agreement is described in Exhibit "A" of said document.

The names and addresses of the parties to this transaction are:

Northwestern Bank  
1500 St. Louis Avenue  
St. Louis, Missouri 63106

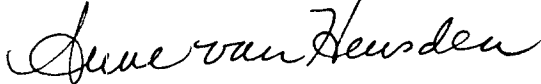
Burlington Northern Railroad Company  
176 East Fifth Street  
St. Paul, Minnesota 55101

The \$10.00 fee for your services is included in the enclosed check for \$100.00 which covers recordation of separate Bills of Sale.

Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mrs. Carolyn Kunkel  
Kunkel Transportation Services Inc.  
Pennsylvania Building  
Suite 523  
425 - 13th Street, N.W.  
Washington, D. C. 20004

Very truly yours,

A handwritten signature in cursive script, reading "Anne van Heusden".

Anne van Heusden  
Office Manager-Law  
(206) 625-6769

Enclosures

RECORDATION NO. 5933-B  
Filed 1428

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INTERSTATE COMMERCE COMMISSION

Executed in 5 counterparts  
of which this is No. 3

### SATISFACTION AND BILL OF SALE

WHEREAS, General Motors Corporation (Electro-Motive Division), (hereinafter called the "Builder") and St. Louis-San Francisco Railway Company, now by merger Burlington Northern Railroad Company (hereinafter called the "Railroad") entered into a Conditional Sale Agreement dated as of November 16, 1970 (hereinafter called "the Agreement"), covering the railroad equipment described in schedule A hereto (hereinafter called the "Equipment"), and all right, title and interest of the Builders in and to the Agreement was assigned to Northwestern Bank and Trust Company, a Missouri corporation (hereinafter called the "Assignee"), pursuant to Agreement and Assignment dated as of November 16, 1970 between Builders and the Assignee and said Agreement and Assignment was filed on February 4, 1971 as number 5933 with the Interstate Commerce Commission pursuant to section 11303 of the Interstate Commerce Act;

WHEREAS, the Assignee has been paid the full indebtedness in respect of the purchase price of the equipment, together with interest and all other payments as provided in the Agreement, and the Railroad has performed all obligations therein contained;

NOW, THEREFORE, the Assignee, in accordance with the provisions of the Agreement does hereby (A) acknowledge that the Agreement has been satisfied in full and (B) sell, assign and transfer to the Railroad all its title and property interest in the Equipment described in schedule A, free of all liens and encumbrances created or retained by the Agreement.

Dated:

NORTHWESTERN BANK AND TRUST COMPANY

by Henrietta L. Cox

ATTEST:

Carolyn Hale  
Asst Secy

STATE OF MISSOURI)

) ss.

CITY OF ST. LOUIS)

On this 31 of January 1983, before me, personally appeared Henrietta L. Cox, to me personally known, who being by me duly sworn says that she is the Vice President-Secretary of Northwestern Bank and Trust Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane Green  
Notary Public

My Commission expires:

(Seal)

My Commission Expires Dec-7-1986  
Notary Public, State of Missouri  
[Stamp]

SCHEDULE A

<u>No. of Units</u>	<u>Description</u>	<u>Equipment</u>	<u>Numbered</u>
20	Diesel Electric Locomotives	SLSF	633 (BN 2110), 634 (BN 2111), 635 (BN 2112), 636 (BN 2113), 637 (BN 2114), 638 (BN 2115), 639 (BN 2116), 640 (BN 2117), 641 (BN 2118), 642 (BN 2119), 643 (BN 2120), 644 (BN 2121), 645 (BN 2122), 646 (BN 2123), 647 (BN 2124), 648 (BN 2125), 649 (BN 2126), 650 (BN 2127), 652 (BN 2128), 653 (BN 2129)
9	Diesel Electric Locomotives		654 (BN 2130), 655 (BN 2131), 656 (BN 2132), 657 (BN 2133), 658 (BN 2134), 659 (BN 2135), 660 (BN 2600), 661 (BN 2137), 662 (BN 2138)
5	All Steel Caboose Cars		1719 (BN 11693), 1720 (BN 11694), 1721 (BN 11695), 1722 (BN 11696), 1723 (BN 11697)